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THE TORONTO STOCK EXCHANGE

File #8

FILING STATEMENT NO. 1097.
FILED, APRIL 30th. 1964.

FATIMA MINING COMPANY LIMITED

Full corporate name of Company

Incorporated under The Corporations Act (Ontario) and
Part IV thereof by Letters Patent dated May 4, 1956.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1956

(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 706.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<ul style="list-style-type: none"> (i) Underwriting and optioning of treasury shares referred to in item 6. (ii) Acquisition of mining claims referred to in item 11. The consideration payable for said mining claims will only be paid when claim numbers have been assigned thereto and the Vendor is in a position to pass title to the claims to the Company. (iii) The Company proposes to call a special general meeting of its shareholders to confirm a special resolution authorizing an application for supplementary letters patent decreasing the capital of the Company from 4,020,006 issued shares to 2,010,003 issued shares on the basis of one share as re-organized for each two shares presently held and fixing the capital of the Company following the re-organization at 5,000,000 shares of the par value of \$1. each and changing the name of the Company to Texmont Mines Limited.
2. Head office address and any other office address.	Suite 911, 25 Adelaide Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>E. F. CARR, 17 St. Margaret's Drive, Toronto, Ontario, President and Director, Mining Executive. B. NIXON APPLE, Q. C., 171 St. Leonards Avenue, Toronto, Ontario, Vice-President, Secretary and Director, partner of the firm of Salter, Reilly, Jamieson & Apple, Solicitors, Toronto. MICHAEL OSBORNE, 200 Park Home Avenue, Willowdale, Ontario, Treasurer and Director, Chartered Accountant, associated with the Company, Midrim Mining Company Limited, Multi-Minerals Limited, Talisman Mines Limited and other corporations. R. A. GEISLER, 111 Lawton Boulevard, Toronto, Ontario, Director, Consulting Geo-Physicist. E. S. GUILFORD, 40 Sylan Avenue, Tuckahoe, New York, U. S. A. Director, Vice-President and Engineer of Charles Noyes Co. Inc., New York.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company consists of 5,000,000 shares of the par value of \$1.00 each whereof 3,920,006 are presently issued and outstanding. The number of shares issued and outstanding will be increased to 4,020,006 following the issuance of shares as provided in item 11 hereof. Reference is hereby made to item 1 for particulars of supplementary letters patent proposed to be applied for re-organizing the Company's capital.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	The Company has entered into an agreement dated April 27, 1964 with S. J. Brooks & Co., 185 Bay Street, Toronto, Ontario, acting solely on behalf of its clients, referred to in item 7, providing for the firm sale of 400,000 shares of the capital stock of the Company as re-organized following the issuance of supplementary letters patent as referred to in item 1 at the price or for the consideration of 25¢ per share payable within 3 business days of the date of the aforementioned supplementary letters patent, the date thereof being hereinafter referred to as the "effective date". Pursuant to said agreement, S.J. Brooks & Co., acting solely on behalf of its clients, has been granted options to purchase 600,000 additional re-organized shares of the Company as follows: 200,000 re-organized shares at 30¢ per share exercisable within 3 months of the effective date; 200,000 re-organized shares at 35¢ per share exercisable within 6 months of the effective date; 200,000 re-organized shares at 40¢ per share exercisable within 9 months of the effective date.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In entering into the agreement referred to in item 6 S. J. Brooks & Co was acting solely on behalf of its clients, Jefco Holdings Limited, 25 Adelaide Street West, Toronto, Ontario, as to a 25% interest in the underwritings and options and on behalf of World Explorations Limited, 917 Vancouver Block, 736 Granville Street, Vancouver, British Columbia, as to a 75% interest in the underwritings and options. The only persons having a greater than 5% interest in Jefco Holdings Limited are: Margaret E. Carr, John M. Carr, Jeffrey F. Carr and Margaret J. Carr, all of 17 St. Margaret's Drive, Toronto, Ontario. The only person having a greater than 5% interest in World Explorations Limited is: Archie MacGillivray, 917 Vancouver Block, 736 Granville Street, Vancouver, British Columbia.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company plans to carry out development work on the Mining Claims proposed to be acquired and referred to in item 11 in implementation of the recommendations contained in the accompanying Engineer's Report. The proceeds accruing from the sale of shares referred to in item 6 will accordingly be used for such purpose, to pay the cash consideration referred to in item 11, to discharge the Company's outstanding liabilities and for general administrative purposes.
10. Brief statement of company's chief development work during past year.	The Company did not carry out any development work during the past year.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Pursuant to agreement dated April 17th, 1964 between the Company and J. D. Crighton, Thornhill, Ontario, the Company is acquiring 4 unpatented mining claims covering the West half of Lot 3, Concession VI, Jessop Township, and being on the Northerly boundary of Jessop Township, for the price or consideration of \$8,000 and 100,000 shares of the Company as presently constituted; provided, however, that certificates representing 90% of said shares shall be held in escrow subject to release only on the written consent of the Toronto Stock Exchange. The aforementioned mining claims have been staked and application to record filed but as yet claim numbers have not been assigned to these mining claims. The aforementioned consideration will be paid only when claim numbers have been assigned and the Vendor is in a position to pass title thereto to the Company.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	So far as the Company is aware the only person other than J. D. Crighton who has received or is entitled to receive a greater than 5% interest in the Vendor's consideration referred to in item 11 is Elmor Dillman, 200 Bay Street, Toronto, Ontario.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	200,000 shares are held in escrow by Crown Trust Company, Toronto, subject to release on consent of the Company, the Toronto Stock Exchange, the Ontario Securities Commission and the Quebec Securities Commission, and subject to transfer, hypothecation, assignment or other alienation only with the written consent of the Ontario Securities Commission. Upon the issuance of the shares referred to in item 11, certificates representing 90,000 shares of the Company as presently constituted will also be held in escrow subject to release only on the written consent of the Toronto Stock Exchange.

FINANCIAL STATEMENTS

FATIMA MINING COMPANY LIMITED

And Its Wholly-Owned Subsidiary

AMTAA HOLDINGS LIMITED

(Incorporated under The Corporations Act of Ontario)

CONSOLIDATED BALANCE SHEET AS AT APRIL 15, 1964

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CURRENT ASSETS:

Cash	199.97	Accounts payable and accrued expenses.....	\$ 21,457.13
Account Receivable	50.00		
Total Current Assets	<u>\$249.97</u>		
 Mining Claims:			
26 lease-patented mining claims in the Porcupine Division, Ontario, acquired for a cash consideration of \$75,000.00 and a royalty agreement whereby the company is to pay 10% of the net proceeds from the operation of these claims\$75,000.00			
35 unpatented mining claims in the Province of Nova Scotia in which the company holds a 20% interest - at cost 90.00 75,090.00			
Deferred Exploration, Development and Administrative Expenses	1,319,556.97	Deficit - (No change since June 30, 1963)	(55,565.19)
 Capital Stock -			
Authorized -			
5,000,000 shares, par value \$1.00 per share			
Issued and fully paid -			
Par Value			
920,000 shares for property			
3,000,005 shares for cash			
\$920,000.00			
<u>3,000,005.00</u>			
<u>1,665,000.00</u>			
<u>1,335,005.00</u>			
Discount			
920,000 shares for property			
3,000,005 shares for cash			
\$826,000.00			
<u>\$3,920,005.00</u>			
<u>\$2,491,000.00</u>			
<u>\$1,429,005.00</u>			
<u>(55,565.19)</u>			
 Net			
1,373,439.81			

Certified correct and
Approved on behalf

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III. Volume

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FATIMA MINING COMPANY LIMITED

And Its Wholly - Owned Subsidiary

Amitaf Holdings Limited

CONSOLIDATED STATEMENT OF EXPLORATION, DEVELOPMENT

AND ADMINISTRATIVE EXPENSES

For The Nine and One-Half Months

Ended April 15, 1964

Expended During the Period:

Exploration and Development Expenses

Porcupine area	\$ 328.54
Dundonald Township claims abandoned	<u>4,000.00</u> \$ 4,328.54

Administrative Expenses:

Management and office salaries	3,332.94
Office expenses, telephone, rent	1,339.22
Legal fees	2,000.00
Audit fee	425.00
Shareholders' reports	314.41
Transfer agent's fees and expenses	1,233.26
Listing fee	<u>100.00</u> <u>8,744.83</u>
	13,073.37

Add -

Balance of exploration, development and administrative
expenses as at July 1, 1963 1,306,483.60

TOTAL EXPLORATION, DEVELOPMENT AND ADMINISTRATIVE EXPENSES
AS AT APRIL 15, 1964 \$1,319,556.97

FATIMA MINING COMPANY LIMITED

And Its Wholly - Owned Subsidiary
 Amitaf Holdings Limited

Statement of Source and Application of Funds

For the Nine and One - Half Months Ended April 15, 1964

Funds Expended:

Development Expenses - Porcupine area	\$ 328.54
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Administrative Expenses:

Management and Office Salaries	3,332.94
Office Expenses, telephone, rent	1,339.22
Legal Fees	2,000.00
Audit Fees	425.00
Shareholders' Reports	314.41
Transfer Agent's Fees and Expenses	1,233.26
Listing Fee	<u>100.00</u>

Total - representing the increase in working capital

deficit during the period	<u>\$9,073.37</u>
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Working capital deficit, April 15, 1964	21,207.16
Working capital deficit, June 30, 1963	<u>12,133.79</u>
Increase in working capital deficit	<u>\$ 9,073.37</u>

Certified Correct:

E. F. Carr, President

M. Osborne, Treasurer

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by G.S. Willson, Geologist, dated May 6th, 1964, on the mining claims located in Jessop Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

Conclusions

In the district there are known deposits of copper and zinc occurring in acid volcanics usually associated with more basic flows and in fairly close spatial relation to acid and basic intrusives. In the northeast quadrant of Kidd Township, approximately four miles north of the Company's property is located the recent discovery of the Texas Gulf Sulphur Company. The reported drill results indicate good values in copper and zinc with considerable values in silver occurring in such a geological setting as described above.

The company's property would appear to be underlain by interbedded acid and basic flows. From the magnetic data it is inferred that there are acid and basic intrusives four miles to the north and a basic intrusive four miles to the south and east.

It is concluded that there are possibilities for the occurrence of copper, zinc and silver.

Recommendations:

It is recommended that:

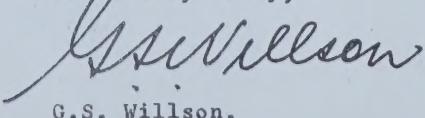
1. As soon as the ground conditions permit the property be explored for outcrop.
2. At the same time a survey grid be laid out, the base line to be run north and south along the eastern boundary of the property and the survey lines turned off at 400 foot intervals on a course of 315° and run to the property boundaries. These lines are to be staked at 100 foot intervals and the property corners tied to the grid.
3. A magnetic survey to be made over the grid.
4. An electromagnetic survey be made over the grid. From the magnetic survey depth calculations are to be made if suitable anomalies are found; alternatively a seismic profile should be run to give the bedrock depth. If bedrock depths are 75 feet or less, horizontal loop equipment may be used; if the depths are greater than this, Turam electromagnetic equipment should be used.
5. When the results of 3 and 4 above have been assessed a further program should be decided.

Estimate of Costs

1. Survey Grid	5 miles @ 60.00	\$ 300.00
2. Magnetic Survey	4 miles @ 50.00	200.00
3. Seismic data for bedrock depth determination if required. 1 crew day		300.00
4. Electromagnetic Survey (a) Horizontal loop E.M. 4 miles @ 60.00		240.00
or (b) Turam E.M. including interpretation 4 miles @ 125.00		500.00
<u>Survey Total</u> (including seismic profile)		
(a) Using Horizontal loop E.M.		1040.00
(b) Using Turam E.M.		1300.00

This report is respectfully submitted for your consideration.

Yours very truly,



G.S. Willson.

CERTIFICATE OF QUALIFICATION

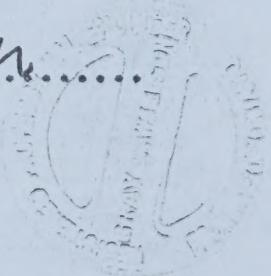
This is to certify that the undersigned, Gray Sherman Willson of 131 Main St. West, Grimsby, Ontario has the following qualifications and experience in the field of mining exploration:

1. Graduation from the University of Toronto with the degree of Bachelor of Applied Science in the course of Mining Geology, 1941.
2. Assistant mine geologist, Sigma Mines, Bourlamaque, 1941.
3. Exploration Engineer, Little Long Lac Gold Mines, Geraldton, 1946-1948.
4. Field Geologist - Keevil Mining Associates and Dominion Gulf Co., Opawica Area, 1948.
5. Technical Sales Manager, Aeromagnetics Surveys Ltd., Toronto, 1951-1953.
6. Supervising Geologist and Project Manager, Canadian Colombo Plan Survey, West Pakistan, 1953-1956.
7. Assistant General Manager, Aeromagnetic Surveys Ltd., 1956-1957.
8. Consulting Geologist 1957-

This report is not based on a personal examination of the properties referred to therein, but is based upon a review of the various maps and reports referred to in my said report.

I do not have nor do I expect to receive any interest either directly or indirectly in the properties or securities of Fatima Mining Company Limited.

Gray Sherman Willson



14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<table border="0"> <tbody> <tr> <td>Robert Albert Geisler</td><td>111 Lawton Blvd., Toronto, Ont.</td><td>29,626</td></tr> <tr> <td>Jonco Mining Co.Ltd.</td><td>25 Adelaide St. West, Toronto, Ont.</td><td>93,824</td></tr> <tr> <td>H. J. Lisack</td><td>2703 North Central Park Avenue, Chicago, U.S.A.</td><td>22,220</td></tr> <tr> <td>Midrim Mining Co. Limited</td><td>25 Adelaide St. West, Toronto, Ont.</td><td>22,219</td></tr> <tr> <td>Marion B. Simpson</td><td>68 King Georges Road, Toronto, Ont.</td><td>22,160</td></tr> </tbody> </table>	Robert Albert Geisler	111 Lawton Blvd., Toronto, Ont.	29,626	Jonco Mining Co.Ltd.	25 Adelaide St. West, Toronto, Ont.	93,824	H. J. Lisack	2703 North Central Park Avenue, Chicago, U.S.A.	22,220	Midrim Mining Co. Limited	25 Adelaide St. West, Toronto, Ont.	22,219	Marion B. Simpson	68 King Georges Road, Toronto, Ont.	22,160
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Marion B. Simpson	68 King Georges Road, Toronto, Ont.	22,160														
The above are believed to represent beneficial ownership.																
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table border="0"> <tbody> <tr> <td>S. J. Brooks & Co</td> <td>185 Bay Street, Toronto, Ont.</td> <td>451,166 (i)</td> </tr> <tr> <td>Davidson & Co.,</td> <td>25 Adelaide St. West, Toronto, Ont.</td> <td>307,800 (i)</td> </tr> <tr> <td>Midrim Mining Co. Limited</td> <td>25 Adelaide St. West, Toronto, Ont.</td> <td>202,219 (ii)</td> </tr> <tr> <td>Jonco Mining Company Limited</td> <td>25 Adelaide St. West, Toronto, Ont.</td> <td>171,824 (iii)</td> </tr> <tr> <td>Filor Bullard & Smyth</td> <td>26 Broadway, New York, N.Y.</td> <td>125,200 (i)</td> </tr> </tbody> </table> <p>(i) beneficial ownership not known. (ii) beneficially owns 353,319 shares of which 22,219 escrowed. (iii) beneficially owns 96,100 shares of which 93,824 escrowed.</p>	S. J. Brooks & Co	185 Bay Street, Toronto, Ont.	451,166 (i)	Davidson & Co.,	25 Adelaide St. West, Toronto, Ont.	307,800 (i)	Midrim Mining Co. Limited	25 Adelaide St. West, Toronto, Ont.	202,219 (ii)	Jonco Mining Company Limited	25 Adelaide St. West, Toronto, Ont.	171,824 (iii)	Filor Bullard & Smyth	26 Broadway, New York, N.Y.	125,200 (i)
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Filor Bullard & Smyth	26 Broadway, New York, N.Y.	125,200 (i)														
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None, except that the Directors of the Company on a solicitation of proxies may be in a position to elect or cause to be elected a majority of the Directors of the Company.															
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	None															
18. Brief statement of any lawsuits pending or in process against company or its properties.	None															
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	By agreement dated May 13th, 1957 between the Company and Jarvis Kellogg, whereby the Company acquired its mining leases, which it still holds, in Bartlett and Geike Townships, Ontario, Mr. Kellogg is entitled to be paid 10% of the net proceeds derived from mining operations carried out on these leases.															
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company underwritten as referred to in item 6 will be in the course of primary distribution to the public.															

CERTIFICATE OF THE COMPANY DATED April 27th, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"E.F. Carr" FATIMA MINING COMPANY LIMITED CORPORATE
By: *E.F. Carr* President

"M. Osborne" *M. Osborne* Treasurer

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

S. J. BROOKS & CO.

"S.J. Brooks" By: *S.J. Brooks*
"E.E. Lewis" *E.E. Lewis*